

# **EXHIBIT G**



# FORM 10-Q

**BRISTOL MYERS SQUIBB CO - bmy**

**Filed: May 08, 2006 (period: March 31, 2006)**

Quarterly report which provides a continuing view of a company's financial position

**Table of Contents****Note 17. Legal Proceedings and Contingencies (Continued)**

exclusivity of PLAVIX\* and development of generic competition earlier than otherwise expected would be material to the Company's sales of PLAVIX\* and results of operations and cash flows, and could be material to the Company's financial condition and liquidity.

**United States**

The Company's U.S. territory partnership under its alliance with Sanofi is a plaintiff in four pending patent infringement lawsuits instituted in the U.S. District Court for the Southern District of New York entitled Sanofi-Synthelabo, Sanofi-Synthelabo Inc., and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Apotex Inc. and Apotex Corp. (Apotex), 02-CV-2255 (SHS); Sanofi-Synthelabo, Sanofi-Synthelabo Inc. and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Dr. Reddy's Laboratories, LTD, and Dr. Reddy's Laboratories, Inc., 02-CV-3672 (SHS); Sanofi-Synthelabo, Sanofi-Synthelabo Inc., and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Teva Pharmaceuticals USA, Inc. and Teva Pharmaceuticals Industries, Ltd., 04-CV-7458 and Sanofi-Aventis, Sanofi-Synthelabo Inc., and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Cobalt Pharmaceuticals Inc., 05-CV-8055 (SHS). Teva Pharmaceuticals Industries, Ltd. has since been dismissed from the case. Proceedings involving PLAVIX\* are also in progress in Canada.

The U.S. suits were filed on March 21, 2002, May 14, 2002, September 23, 2004 and September 16, 2005, and were based on U.S. Patent No. 4,847,265, a composition of matter patent, which discloses and claims, among other things, the hydrogen sulfate salt of clopidogrel, which is marketed as PLAVIX\*. The first two suits were also based on U.S. Patent No. 5,576,328, which discloses and claims, among other things, the use of clopidogrel to prevent a secondary ischemic event. The plaintiffs later withdrew Patent No. 5,576,328 from the two lawsuits. Plaintiffs' infringement position is based on defendants' filing of their Abbreviated New Drug Applications (aNDA) with the FDA, seeking approval to sell generic clopidogrel bisulfate prior to the expiration of the composition of matter patent in 2011. The defendants responded by alleging that the patent is invalid and/or unenforceable. Apotex has added antitrust counterclaims. The first two cases were consolidated for discovery. Fact discovery closed on October 15, 2003 and expert discovery was completed in November 2004. The joint pretrial order in the Apotex case was submitted May 27, 2005, and the court approved it.

On March 21, 2006, the Company and Sanofi announced that they have reached an agreement subject to certain conditions with Apotex Inc. and Apotex Corp. to settle the patent infringement lawsuit pending between the parties in the U.S. District Court for the Southern District of New York. The proposed settlement is subject to certain conditions, including antitrust review and clearance by the Federal Trade Commission and state attorneys general. There is a significant risk that the required antitrust clearance will not be obtained. In such event, the proposed settlement would be terminated, and the litigation would be reinstated in the same Court. If the litigation were reinstated, Sanofi and the Company intend to vigorously pursue enforcement of their patent rights in PLAVIX\*. If reinstated, it is not possible reasonably to assess the outcome of this lawsuit or the timing of potential generic competition for PLAVIX\*. Apotex announced in January 2006 that it had received final approval of its aNDA for clopidogrel bisulfate from the FDA. As a result, if the litigation were reinstated, Apotex could launch a generic clopidogrel product at risk.

The trial in the Apotex matter had been scheduled to begin in June 2006. As a result of the settlement agreement, the Court suspended the trial date pending the possible finalization of the proposed settlement. If it proceeds to trial the Apotex case will be tried without a jury. Plaintiffs filed a motion to consolidate the Dr. Reddy's case with the Apotex case for trial. That motion is pending before the court.

In related matters, between March and May 2006, seven lawsuits were filed against the Company, Sanofi-Aventis and Apotex Corporation in U.S. District Court, Southern District of Ohio, Western Division, seeking, among other things, permanent injunctive relief barring the proposed settlement of the PLAVIX\* patent infringement lawsuit and/or monetary damages. The first complaint, an individual suit filed by Kroger Co. in March 2006, alleges that the proposed settlement violates the Sherman Act and related antitrust laws. The other six actions, filed in April and May 2006, are purported class actions which allege, generally, violations of the Sherman Act and related antitrust laws, and seek to bar the proposed PLAVIX\* settlement and to recover alleged monetary damages. The six purported class actions were filed by Meijer Co. (and Meijer Distribution Inc.), Rochester Drug Co-operative, Inc. (a drug wholesale cooperative), Painters District Council No. 30 Health & Welfare Fund (an employee welfare benefit fund), Vista Healthplan, Inc. (a private insurance company and health maintenance organization), International Brotherhood of Electrical Workers Local 98 Health & Welfare Plan (an employee welfare benefit fund) and the health and welfare benefit funds for American Federation of State, County & Municipal Employees District Council 47, International Association of Fire Fighters Local 22 and United Food and Commercial Workers Union Local 1776. It is not possible at this time reasonably to estimate the impact of these lawsuits on the Company.

On April 20, 2005, Apotex filed a complaint for declaratory judgment against Sanofi-Aventis, Sanofi-Aventis, Inc., and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership. The complaint seeks a declaratory judgment that the '265 patent is unenforceable due to alleged inequitable conduct committed during the prosecution of the patent. The defendants responded by submitting a motion to dismiss, which the court granted on September 12, 2005. Apotex filed an appeal to the United States Court of Appeals for the Federal Circuit. On March 24, 2006, the appellate court affirmed the trial court's dismissal of the complaint.

**Table of Contents****Note 17. Legal Proceedings and Contingencies (Continued)**

In a stipulation approved by the U.S. District Court for the Southern District of New York on April 15, 2005, all parties to the patent infringement litigation against Teva have agreed that the Teva litigation will be stayed, pending resolution of the Apotex and Dr. Reddy's litigation, and that the parties to the Teva litigation will be bound by the outcome of the litigation in the District Court against Apotex or Dr. Reddy's. On April 18, 2005, the Court denied as moot the pending motion to consolidate the Teva litigation with the litigation against Apotex and Dr. Reddy's, as a result of the Court's approval of the stipulation. The parties submitted a similar stipulation to the court in the Cobalt case on October 12, 2005, and the Court approved it. Thus the case against Cobalt is also stayed.

The Company's U.S. territory partnership under its alliance with Sanofi is a plaintiff in another pending patent infringement lawsuit instituted in the U.S. District Court for the District of New Jersey entitled *Sanofi-Synthelabo, Sanofi-Synthelabo Inc. and Bristol-Myers Squibb Sanofi Pharmaceuticals Holding Partnership v. Watson Pharmaceuticals, Inc. and Watson Laboratories, Inc.* 2:04-CV-4926. The suit was filed October 7, 2004 and was based on U.S. patent 6,429,210, which discloses and claims a particular crystalline or polymorph form of the hydrogen sulfate salt of clopidogrel, which is marketed as PLAVIX\*. The case is in the discovery phase. On December 8, 2005, the court permitted Watson to pursue its declaratory judgment counterclaim with respect to U.S. Patent No. 6,504,030. On January 24, 2006, the Court approved the parties' stipulation to stay this case pending the outcome of the trial in the Apotex matter. Thus this case is officially stayed.

**Canada**

Sanofi-Synthelabo and Sanofi-Synthelabo Canada Inc. instituted a prohibition action in the Federal Court of Canada against Apotex Inc. (Apotex) and the Minister of Health in response to a Notice of Allegation (NOA) from Apotex directed against Canadian Patent 1,336,777 (the '777 patent) covering clopidogrel bisulfate. Apotex's NOA indicated that it had filed an Abbreviated New Drug Submission (ANDS) for clopidogrel bisulfate tablets and that it sought approval (a Notice of Compliance) of that ANDS before the expiration of the '777 patent, which is scheduled for August 12, 2012. Apotex's NOA further alleged that the '777 patent was invalid or not infringed. A hearing was held from February 21 to February 25, 2005. On March 21, 2005, the Canadian Federal Court of Ottawa rejected Apotex's challenge to the Canadian PLAVIX\* patent and held that the asserted claims are novel, not obvious and infringed, and granted Sanofi's application for an order of prohibition against the Minister of Health and Apotex Inc. That order of prohibition will preclude approval of Apotex's ANDS until the patent expires in 2012, unless the Federal Court's decision is reversed on appeal. Apotex has filed an appeal.

Sanofi-Aventis and Sanofi-Synthelabo Canada Inc. instituted a prohibition action in the Federal Court of Canada against Novopharm Limited (Novopharm) and the Minister of Health in response to a NOA from Novopharm directed against the '777 patent. Novopharm's NOA indicated that it had filed an ANDS for clopidogrel bisulfate tablets and that it sought approval (a Notice of Compliance) of that ANDS before the expiration of the '777 patent. Novopharm's NOA further alleged that the '777 patent was invalid. Novopharm has since withdrawn its NOA and agreed to be bound by the result in the Apotex proceeding. The prohibition action has therefore been discontinued.

Sanofi-Aventis and Sanofi-Synthelabo Canada Inc. instituted a prohibition action in the Federal Court of Canada against Cobalt Pharmaceuticals Inc. and the Minister of Health in response to a Notice of Allegation from Cobalt directed against the '777 patent and 2,334,870 (the '870 patent). Cobalt's NOA indicated that it has filed an ANDS for clopidogrel bisulfate tablets and that it sought a Notice of Compliance for that ANDS before the expiration of the '777 and '870 patents. Cobalt alleged that the '777 patent was invalid and that the '870 patent was invalid and not infringed. The case has been stayed pending the outcome of the Apotex appeal.

**OTHER INTELLECTUAL PROPERTY LITIGATION**

*TEQUIN*. The Company and Kyorin Pharmaceuticals Co., Ltd. (Kyorin) commenced a patent infringement action on March 23, 2004, against Teva USA and Teva Industries in the United States District Court for the Southern District of New York, relating to the antibiotic gatifloxacin, for which Kyorin holds the composition of matter patent and which the Company sells as TEQUIN. Teva Industries has since been dismissed from the case. This action relates to Teva's filing of an ANDA for a generic version of gatifloxacin tablets with a certification that the composition of matter patent, which expires in December 2007 but which has been granted a patent term extension until December 2009, is invalid or not infringed. The filing of the suit places a stay on the approval of Teva's generic product until June 2007, unless there is a court decision adverse to the Company and Kyorin before that date. Trial in this matter was scheduled to begin on May 1, 2006, but it was continued to August 28, 2006.

*TEQUIN (injectable form)*. The Company and Kyorin commenced patent infringement actions on March 8, 2005, against Apotex Inc. and Apotex Corp., and against Sicor Pharmaceuticals, Inc., Sicor Inc., Sicor Pharmaceuticals Sales Inc., Teva Pharmaceuticals USA, Inc., and Teva Pharmaceutical Industries Ltd. in the United States District Court for the Southern District of New York, relating to



**Table of Contents****PART II—OTHER INFORMATION****Item 1. LEGAL PROCEEDINGS**

Information pertaining to legal proceedings can be found in “Item 1. Final Statements—Note 17. Legal Proceedings and Contingencies,” to the interim consolidated financial statements, and is incorporated by reference herein.

**Item 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in our 2005 Annual Report on Form 10-K except for the following:

*Litigation – PLAVIX\**

The agreement that Sanofi-Aventis and the Company have reached with Apotex Inc. and Apotex Corp. to settle the PLAVIX\* litigation is subject to certain conditions, including antitrust review and clearance by the Federal Trade Commission and state attorneys general. There is a significant risk that required antitrust clearance will not be obtained. In such event, the proposed settlement would be terminated, and the litigation would be reinstated. If the litigation were reinstated, Sanofi-Aventis and the Company intend to vigorously pursue patent enforcement of their patent rights in PLAVIX\*. It is not possible at this time reasonably to assess the outcome of this lawsuit or the timing of potential generic competition for PLAVIX\*. Apotex announced in January 2006 that it had received final approval of its aNDA for clopidogrel bisulfate from the FDA. As a result, if the litigation were reinstated, Apotex could launch a generic clopidogrel at risk.

**Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table summarizes the surrenders of the Company’s equity securities in connection with stock option and restricted stock programs during the three-month period ended March 31, 2006:

Period (Dollars in Millions, Except per Share Data)	Total Number of Shares Purchased <sup>(a)</sup>	Average Price Paid per Share <sup>(a)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(b)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(b)</sup>
January 2006	11,947	\$23.09	372,351,413	\$2,220
February 2006	400,127	\$23.04	372,351,413	\$2,220
March 2006	60,004	\$22.93	372,351,413	\$2,220
Three months ended March 31, 2006	472,078		372,351,413	

- (a) Reflects the following transactions during the three months ended March 31, 2006: (i) the deemed surrender to the Company of 448,175 shares of Common Stock to pay the exercise price and to satisfy tax withholding obligations in connection with the exercise of employee stock options, and (ii) the surrender to the Company of 23,903 shares of Common Stock to satisfy tax withholding obligations in connection with the vesting of restricted stock issued to employees.
- (b) In June 2001, the Company announced that the Board of Directors authorized the purchase of up to \$14 billion of Company common stock. During the three months ended March 31, 2006, no shares were repurchased pursuant to this program and no purchases of any shares under this program are expected for the remainder of 2006.

**Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Annual Meeting of Stockholders was held on May 2, 2006 for the purpose of:

- A. the election of nine directors;
- B. ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm;
- C. voting on a stockholder proposal on executive compensation disclosure;
- D. voting on a stockholder proposal on cumulative voting;
- E. voting on a stockholder proposal on recoupment;

# **EXHIBIT H**

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**HEADLINE:** Update on Plavix(R) Litigation Settlement

**DATELINE:** PARIS, NEW YORK and TORONTO June 25

**BODY:**

PARIS, NEW YORK and TORONTO, June 25 /PRNewswire-FirstCall/ -- Sanofi- aventis (Paris Bourse: EURONEXT: SAN; and New York: NYSE: SNY) and Bristol- Myers Squibb (NYSE:BMY) (the "companies") and Apotex Inc. and Apotex Corp. ("Apotex") today announced that in response to concerns raised by the Federal Trade Commission ("FTC") and state attorneys general to the previously announced proposed settlement the companies reached with Apotex relating to patent infringement litigation on Plavix(R) (clopidogrel bisulfate), the companies and Apotex have amended the agreement. Review of the modified agreement by the FTC and state attorneys general continues.

Among other revisions, under the terms of the modified agreement, Apotex's license to manufacture and sell its FDA approved clopidogrel bisulfate product in the United States would be effective on June 1, 2011, rather than September 17, 2011, as disclosed in the press release issued by the companies on March 21, 2006.

There is no assurance that the revised agreement will address all of the concerns of the FTC and state attorneys general and there remains a significant risk that antitrust clearance will not be obtained.

About Sanofi-Aventis

Sanofi-aventis is the world's third largest pharmaceutical company, ranking number one in Europe. Backed by a world-class R&D organization, sanofi-aventis is developing leading positions in seven major therapeutic areas: cardiovascular, thrombosis, oncology, metabolic diseases, central nervous system, internal medicine, and vaccines.

About Bristol-Myers Squibb

Bristol-Myers Squibb is a global pharmaceutical and related health care company whose mission is to extend and enhance human life.

About Apotex

Apotex Corp. is the U.S. subsidiary of Apotex Inc., the largest Canadian- owned manufacturer of prescription drugs. Through its sales and marketing headquarters in Weston, Florida and operations center in Indianapolis, Apotex Corp. is committed to providing safe and affordable generic medicines. Products manufactured and marketed by the Apotex Group are sold in 115 countries around the world.

Statements on Cautionary Factors

Update on Plavix(R) Litigation Settlement PR Newswire US June 25, 2006 Sunday 3:00 PM GMT

**Sanofi-aventis**

This press release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words "expect," "anticipates," "believes," "intends," "estimates," "plans" and similar expressions. Although sanofi-aventis' management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of sanofi-aventis, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These factors include, among other things, the likelihood of obtaining the required antitrust clearance for any modified agreement, the risk of a third party obtaining a decision of invalidity or unenforceability of the '265 patent notwithstanding finalization of any modified settlement agreement, and satisfying the other conditions to any modified agreement, and if such conditions are not satisfied, the outcome of the Apotex lawsuit. These risks and uncertainties include those discussed or identified in the public filings with the SEC and the AMF made by sanofi-aventis, including those listed under "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in sanofi-aventis' annual report on Form 20-F for the year ended December 31, 2005. Other than as required by applicable law, sanofi-aventis does not undertake any obligation to update or revise any forward-looking information or statements.

**Bristol-Myers Squibb**

This press release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding, among other things, statements relating to goals, plans and projections regarding Bristol-Myers Squibb's future operating performance. Such forward-looking statements are based on current expectations and involve inherent risks and uncertainties, including factors that could delay, divert or change any of them, and could cause actual outcomes and results to differ materially from current expectations. These factors include, the likelihood of obtaining the required antitrust clearance for any modified agreement, the risk of a third party obtaining a decision of invalidity or unenforceability of the '265 patent notwithstanding finalization of any modified settlement agreement, and satisfying the other conditions to any modified agreement, and if such conditions are not satisfied, the outcome of the Apotex lawsuit. For further details and a discussion of these and other risks and uncertainties, see Bristol-Myers Squibb's periodic reports, including current reports on Form 8-K, quarterly reports on Form 10-Q and those listed under "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in the annual report on Form 10-K for the year ended December 31, 2005, furnished to and filed with the Securities and Exchange Commission. Bristol-Myers Squibb undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

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